

Joshua D. McKarcher (VSB No. 77061)
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue NW
Washington, DC 20004-2401
Tel: (202) 662-5223
Fax: (202) 778-5223

Co-Counsel for Apex Digital, Inc. and THQ, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In Re

CIRCUIT CITY STORES, INC., *et al.*,

Debtors.

Case No. 08-35653 (KRH)

Chapter 11

Jointly Administered

**ORDER GRANTING MOTION OF APEX DIGITAL, INC. AND THQ, INC. FOR
RECONSIDERATION OF COURT'S ORDER ON DEBTORS'
FIFTY-FIRST AND FIFTY-SECOND OMNIBUS OBJECTIONS**

Upon consideration of (a) the Motion of Apex Digital, Inc. and THQ, Inc. for Reconsideration of Court's Order on Debtors' Fifty-First and Fifty-Second Omnibus Objections (the "Motion for Reconsideration"); (b) Debtors' (I) Fifty-First Omnibus Objection to Certain 503(b)(9) Claims and (II) Motion for a Waiver of the Requirement that the First Hearing on any Response Proceed as a Status Conference, filed on October 13, 2009 (Docket No. 5214; the "51st Omnibus Objection"); (c) Debtors' (I) Fifty-Second Omnibus Objection to Certain 503(b)(9) Claims and (II) Motion for a Waiver of the Requirement that the First Hearing on any Response Proceed as a Status Conference, filed on October 13, 2009 (Docket No. 5216; the "52nd Omnibus Objection"; collectively, with

the 51st Omnibus Objection, the “Objections”), (d) the responses to the Objections (Docket Numbers 5411, 5416, 5447, 5454, 5470, 5472, 5475, 5479, 5529, 5530, 5535, 5537, 5539, 5610, 5487, 5491, 5497, 5498, 5499, 5502, 5505, 5506, 5509, 5511, 5515, 5434, 5449, 5464, 5489, 5495, 5496, 5500, 5504, 5583; collectively, the “Responses”) of the respondents (the “Respondents”); (e) the omnibus replies to the Respondents’ Responses (Docket Numbers 5621 & 5622); and (f) the Supplemental Response of Apex Digital, Inc. and THQ, Inc. to Debtors’ Fifty-First Omnibus Objection to Certain 503(b)(9) Claims (Docket No. 5666; the “Supplemental Response”); and the Court having considered the arguments advanced by the Debtors and the Respondents at the hearing held on November 12, 2009; and upon the record herein, and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby,

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion for Reconsideration is GRANTED.
2. The Objections are OVERRULED.
3. The Debtors may not apply 11 U.S.C. § 502(d) to temporarily disallow the claims filed by Respondents under 11 U.S.C. § 503(b)(9).
4. The Debtors’ right to object to any claim on any other grounds that governing law permits is not waived and is hereby expressly preserved.
5. This Court retains jurisdiction to hear and determine all matters arising from or related to the Objections, the Motion for Reconsideration, or this Order.

Date: _____

United States Bankruptcy Judge

ENTERED ON DOCKET: _____

I ASK FOR THIS:

/s/ Joshua D. McKarcher

Joshua D. McKarcher (VSB No. 77061)

COVINGTON & BURLING LLP

1201 Pennsylvania Avenue, N.W.

Washington, DC 20004-2401

(202) 662-5223 (phone)

(202) 778-5223 (fax)

jmckarcher@cov.com

Co-Counsel to Apex Digital, Inc. and THQ, Inc.

LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

I hereby certify that the foregoing was served upon all necessary parties on January 13, 2010.

/s/ Joshua D. McKarcher

Joshua D. McKarcher (VSB No. 77061)

COVINGTON & BURLING LLP

1201 Pennsylvania Avenue, N.W.

Washington, DC 20004-2401

(202) 662-5223 (phone)

(202) 778-5223 (fax)

jmckarcher@cov.com